

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application of: Robert M. Jones, Graeme Semple, Beatriz Fioravanti, Guilherme Pereira, Imelda Calderon, Jane Uy, Kameshwari Duvvuri, Jin Sun Karoline Choi, Yifeng Xiong, Vibha Dave and Mihai D. Azimioara

For: 1,2,3-TRISUBSTITUTED ARYL AND HETEROARYL DERIVATIVES AS MODULATORS OF METABOLISM AND THE PROPHYLAXIS AND TREATMENT OF DISORDERS RELATED THERETO SUCH AS DIABETES AND HYPERGLYCEMIA

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

TYPE OF DECLARATION

This declaration is for the following type of application:

(check one applicable item below)

- | | |
|---|--|
| <input type="checkbox"/> Original | <input type="checkbox"/> Divisional |
| <input type="checkbox"/> Continuation | <input checked="" type="checkbox"/> U.S. National Stage of PCT |
| <input type="checkbox"/> Continuation-in-Part | |

My residence, post office address and citizenship are as stated below next to my name; and I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a

- | | |
|--|--|
| <input checked="" type="checkbox"/> Utility Patent | <input type="checkbox"/> Design Patent |
|--|--|

is sought on the invention, whose title appears above, the specification of which:

- | | |
|--------------------------|--|
| <input type="checkbox"/> | is attached hereto |
| <input type="checkbox"/> | was filed on _____, as U.S. Serial Number _____. |
| | _____ and was amended on _____ <i>(if applicable)</i> |
| <input type="checkbox"/> | was described and claimed in PCT International Application Number <u>PCT/US2004/001267</u> , filed on <u>14 January 2004</u> . |

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to the patentability of this application in accordance with 37 CFR § 1.56.

**DISCLOSURE AND/OR CLAIM FOR PRIORITY UNDER
35 U.S.C. §§ 119(a)-(d) OF FOREIGN APPLICATIONS
FILED WITHIN 12 MONTHS (6 MONTHS FOR DESIGN)
OF THIS APPLICATION**

I hereby claim foreign priority benefits under Title 35, United States Code §§ 119(a)-(d) of any foreign applications for patent, inventor's certificate or PCT international application designating at least one country other than the United States of America listed below and have also identified below any foreign application for patent, inventor's certificate or any PCT international application designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed.

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)	Priority Claimed Under 35 USC 119a-e
PCT	PCT/US04/001267	14 January 2004	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No

**DISCLOSURE OF FOREIGN APPLICATION(S) IF ANY,
FILED MORE THAN 12 MONTHS (6 MONTHS FOR DESIGN)
PRIOR TO THE FILING OF THIS APPLICATION**

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)

**CLAIM FOR PRIORITY OF UNITED STATES APPLICATIONS
OR PCT APPLICATIONS FILED
IN THE UNITED STATES RECEIVING OFFICE
UNDER 35 U.S.C. §120**

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Application No.	Date Filed	Status Patented/Pending/Abandoned

**CLAIM FOR BENEFIT OF PRIOR U.S. PROVISIONAL APPLICATION(S)
UNDER 35 U.S.C. § 119(e)**

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

Provisional Application Number	Filing Date
60/440,394	01/14/03
60/449,829	02/24/03
60/453,390	03/06/03
60/470,875	05/14/03

POWER OF ATTORNEY

I hereby appoint all the practitioners associated with Customer Number 35133 (which is the Customer Number assigned to Cozen O'Connor to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith. Each practitioner associated with Customer Number 35133 is an attorney registered before the United States Patent and Trademark Office.

Address all correspondence and maintenance fee correspondence to the address identified in Customer No. 35133 which is assigned to Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

Direct all telephone calls to: Michael P. Straher

**Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone No.: (215) 665-2000
Facsimile No.: (215) 665-2013**

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of second joint inventor

Robert
(Given Name)

M.
(Middle Initial or Name)

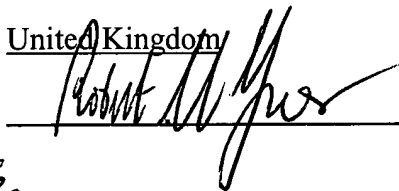
Jones
Family (or last name)

City/State of Actual Residence: San Deigo, California

Mailing Address: 10937 Corte luz del Sol, San Diego, California 92130

Country of Citizenship: United Kingdom

Inventor's signature:



Date: 28th Feb. 2006

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or second joint inventor

Graeme
(Given Name)

(Middle Initial or Name)

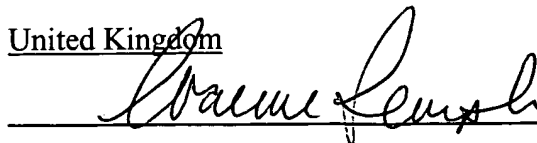
Sample
Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 15920 Camino Codorniz, San Diego, California 92127

Country of Citizenship: United Kingdom

Inventor's signature:



Date: 3-2-06

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of third joint inventor

Beatriz
(Given Name)

(Middle Initial or Name)

Fioravanti
Family (or last name)

City/State of Actual Residence: Tucson, Arizona

Mailing Address: 60 West Stone Loop, No. 327, Tucson, Arizona 85704

Country of Citizenship: Brazil

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fourth joint inventor

Guilherme
(Given Name)

(Middle Initial or Name)

Pereira
Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 7366 Mesa College Drive, No. 43, San Diego, California 92111

Country of Citizenship: Brazil

Inventor's signature: _____


Date: 03-07-2006

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fifth joint inventorImelda

(Given Name)

(Middle Initial or Name)Calderon

Family (or last name)

City/State of Actual Residence: San Diego, CaliforniaMailing Address: 10971 Caminito Arcada, San Diego, California 92131Country of Citizenship: United States of America

Inventor's signature:

Imelda CalderonDate: 3-02-06

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sixth joint inventorJane

(Given Name)

(Middle Initial or Name)Uy

Family (or last name)

City/State of Actual Residence: Monrovia, CaliforniaMailing Address: 519 A South Madison Avenue, Monrovia, California 91016Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of seventh joint inventorKameshwari

(Given Name)

(Middle Initial or Name)

Duvvuri

Family (or last name)

City/State of Actual Residence: Lexington, KentuckyMailing Address: 2301 The Woods Lane, Lexington, Kentucky 40502Country of Citizenship: India

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eighth joint inventorJin Sun Karoline

(Given Name)

(Middle Initial or Name)

Choi

Family (or last name)

City/State of Actual Residence: San Diego, CaliforniaMailing Address: 9926 Scripps Westview Way, No. 251, San Diego, California 92131Country of Citizenship: United States of AmericaInventor's signature: Jin Sun ChoiDate: Feb 28 2006

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of ninth joint inventorYifeng

(Given Name)

(Middle Initial or Name)

Xiong

Family (or last name)

City/State of Actual Residence: San Diego, CaliforniaMailing Address: 5036 Pearlman Way, San Diego, California 92130Country of Citizenship: United States of AmericaInventor's signature: YifengDate: 2-28-2006

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of tenth joint inventorVibha

(Given Name)

(Middle Initial or Name)

Dave

Family (or last name)

City/State of Actual Residence: San Diego, CaliforniaMailing Address: 6188 Sunset Crest Way, San Diego, California 92121Country of Citizenship: United States of AmericaInventor's signature: Vibha DaveDate: Feb. 28, 2006

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eleventh joint inventorMihai*(Given Name)*D.*(Middle Initial or Name)*Azimioara*Family (or last name)***City/State of Actual Residence:** La Jolla, California**Mailing Address:** 3770 La Jolla Village Drive, La Jolla, California 92037**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application of: Robert M. Jones, Graeme Semple, Beatriz Fioravanti, Guilherme Pereira, Imelda Calderon, Jane Uy, Kameshwari Duvvuri, Jin Sun Karoline Choi, Yifeng Xiong, Vibha Dave and Mihai D. Azimioara

For: 1,2,3-TRISUBSTITUTED ARYL AND HETEROARYL DERIVATIVES AS MODULATORS OF METABOLISM AND THE PROPHYLAXIS AND TREATMENT OF DISORDERS RELATED THERETO SUCH AS DIABETES AND HYPERGLYCEMIA

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

TYPE OF DECLARATION

This declaration is for the following type of application:

(check one applicable item below)

- | | |
|---|--|
| <input type="checkbox"/> Original | <input type="checkbox"/> Divisional |
| <input type="checkbox"/> Continuation | <input checked="" type="checkbox"/> U.S. National Stage of PCT |
| <input type="checkbox"/> Continuation-in-Part | |

My residence, post office address and citizenship are as stated below next to my name; and I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a

- | | |
|--|--|
| <input checked="" type="checkbox"/> Utility Patent | <input type="checkbox"/> Design Patent |
|--|--|

is sought on the invention, whose title appears above, the specification of which:

- | | |
|--------------------------|--|
| <input type="checkbox"/> | is attached hereto |
| <input type="checkbox"/> | was filed on _____, as U.S. Serial Number _____. |
| | _____ and was amended on _____ <i>(if applicable)</i> |
| <input type="checkbox"/> | was described and claimed in PCT International Application Number <u>PCT/US2004/001267</u> , filed on <u>14 January 2004</u> . |

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to the patentability of this application in accordance with 37 CFR § 1.56.

**DISCLOSURE AND/OR CLAIM FOR PRIORITY UNDER
35 U.S.C. §§ 119(a)-(d) OF FOREIGN APPLICATIONS
FILED WITHIN 12 MONTHS (6 MONTHS FOR DESIGN)
OF THIS APPLICATION**

I hereby claim foreign priority benefits under Title 35, United States Code §§ 119(a)-(d) of any foreign applications for patent, inventor's certificate or PCT international application designating at least one country other than the United States of America listed below and have also identified below any foreign application for patent, inventor's certificate or any PCT international application designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed.

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)	Priority Claimed Under 35 USC 119a-e
PCT	PCT/US04/001267	14 January 2004	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No

**DISCLOSURE OF FOREIGN APPLICATION(S) IF ANY,
FILED MORE THAN 12 MONTHS (6 MONTHS FOR DESIGN)
PRIOR TO THE FILING OF THIS APPLICATION**

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)

**CLAIM FOR PRIORITY OF UNITED STATES APPLICATIONS
OR PCT APPLICATIONS FILED
IN THE UNITED STATES RECEIVING OFFICE
UNDER 35 U.S.C. §120**

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Application No.	Date Filed	Status Patented/Pending/Abandoned

**CLAIM FOR BENEFIT OF PRIOR U.S. PROVISIONAL APPLICATION(S)
UNDER 35 U.S.C. § 119(e)**

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

Provisional Application Number	Filing Date
60/440,394	01/14/03
60/449,829	02/24/03
60/453,390	03/06/03
60/470,875	05/14/03

POWER OF ATTORNEY

I hereby appoint all the practitioners associated with Customer Number 35133 (which is the Customer Number assigned to Cozen O'Connor to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith. Each practitioner associated with Customer Number 35133 is an attorney registered before the United States Patent and Trademark Office.

Address all correspondence and maintenance fee correspondence to the address identified in Customer No. 35133 which is assigned to Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

Direct all telephone calls to: Michael P. Straher

**Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone No.: (215) 665-2000
Facsimile No.: (215) 665-2013**

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of second joint inventor

Robert
(Given Name)

M.
(Middle Initial or Name)

Jones
Family (or last name)

City/State of Actual Residence: San Deigo, California

Mailing Address: 10937 Corte luz del Sol, San Diego, California 92130

Country of Citizenship: United Kingdom

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or second joint inventor

Graeme
(Given Name)

(Middle Initial or Name)

Semple
Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 15920 Camino Codorniz, San Diego, California 92127

Country of Citizenship: United Kingdom

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of third joint inventorBeatriz*(Given Name)*
*(Middle Initial or Name)*Fioravanti*Family (or last name)***City/State of Actual Residence:** Tucson, Arizona**Mailing Address:** 60 West Stone Loop, No. 327, Tucson, Arizona 85704**Country of Citizenship:** Brazil**Inventor's signature:**Beatriz Fioravanti**Date:** 09/14/2005

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fourth joint inventorGuilherme*(Given Name)*
*(Middle Initial or Name)*Pereira*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 7366 Mesa College Drive, No. 43, San Diego, California 92111**Country of Citizenship:** Brazil**Inventor's signature:****Date:**

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fifth joint inventorImelda*(Given Name)*
*(Middle Initial or Name)*Calderon*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 10971 Caminito Arcada, San Diego, California 92131**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sixth joint inventorJane*(Given Name)*
*(Middle Initial or Name)*Uy*Family (or last name)***City/State of Actual Residence:** Monrovia, California**Mailing Address:** 519 A South Madison Avenue, Monrovia, California 91016**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of seventh joint inventor

Kameshwari

(Given Name)

(Middle Initial or Name)

Duvvuri

Family (or last name)

City/State of Actual Residence: Lexington, Kentucky

Mailing Address: 2301 The Woods Lane, Lexington, Kentucky 40502

Country of Citizenship: India

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eighth joint inventor

Jin Sun Karoline

(Given Name)

(Middle Initial or Name)

Choi

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 9926 Scripps Westview Way, No. 251, San Diego, California 92131

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of ninth joint inventor

Yifeng

(Given Name)

(Middle Initial or Name)

Xiong

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 5036 Pearlman Way, San Diego, California 92130

Country of Citizenship: United States of America

Inventor's signature:

Date:

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of tenth joint inventor

Vibha

(Given Name)

(Middle Initial or Name)

Dave

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 6188 Sunset Crest Way, San Diego, California 92121

Country of Citizenship: United States of America

Inventor's signature:

Date:

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eleventh joint inventorMihai*(Given Name)*D.*(Middle Initial or Name)*Azimioara*Family (or last name)***City/State of Actual Residence:** La Jolla, California**Mailing Address:** 3770 La Jolla Village Drive, La Jolla, California 92037**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application of: Robert M. Jones, Graeme Semple, Beatriz Fioravanti, Guilherme Pereira, Imelda Calderon, Jane Uy, Kameshwari Duvvuri, Jin Sun Karoline Choi, Yifeng Xiong, Vibha Dave and Mihai D. Azimioara

For: 1,2,3-TRISUBSTITUTED ARYL AND HETEROARYL DERIVATIVES AS MODULATORS OF METABOLISM AND THE PROPHYLAXIS AND TREATMENT OF DISORDERS RELATED THERETO SUCH AS DIABETES AND HYPERGLYCEMIA

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

TYPE OF DECLARATION

This declaration is for the following type of application:

(check one applicable item below)

- | | |
|---|--|
| <input type="checkbox"/> Original | <input type="checkbox"/> Divisional |
| <input type="checkbox"/> Continuation | <input checked="" type="checkbox"/> U.S. National Stage of PCT |
| <input type="checkbox"/> Continuation-in-Part | |

My residence, post office address and citizenship are as stated below next to my name; and I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a

- | | |
|--|--|
| <input checked="" type="checkbox"/> Utility Patent | <input type="checkbox"/> Design Patent |
|--|--|

is sought on the invention, whose title appears above, the specification of which:

- | | |
|--------------------------|--|
| <input type="checkbox"/> | is attached hereto |
| <input type="checkbox"/> | was filed on _____, as U.S. Serial Number _____. |
| | _____ and was amended on _____ <i>(if applicable)</i> |
| <input type="checkbox"/> | was described and claimed in PCT International Application Number <u>PCT/US2004/001267</u> , filed on <u>14 January 2004</u> . |

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to the patentability of this application in accordance with 37 CFR § 1.56.

**DISCLOSURE AND/OR CLAIM FOR PRIORITY UNDER
35 U.S.C. §§ 119(a)-(d) OF FOREIGN APPLICATIONS
FILED WITHIN 12 MONTHS (6 MONTHS FOR DESIGN)
OF THIS APPLICATION**

I hereby claim foreign priority benefits under Title 35, United States Code §§ 119(a)-(d) of any foreign applications for patent, inventor's certificate or PCT international application designating at least one country other than the United States of America listed below and have also identified below any foreign application for patent, inventor's certificate or any PCT international application designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed.

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)	Priority Claimed Under 35 USC 119a-e
PCT	PCT/US04/001267	14 January 2004	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No

**DISCLOSURE OF FOREIGN APPLICATION(S) IF ANY,
FILED MORE THAN 12 MONTHS (6 MONTHS FOR DESIGN)
PRIOR TO THE FILING OF THIS APPLICATION**

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)

**CLAIM FOR PRIORITY OF UNITED STATES APPLICATIONS
OR PCT APPLICATIONS FILED
IN THE UNITED STATES RECEIVING OFFICE
UNDER 35 U.S.C. §120**

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Application No.	Date Filed	Status Patented/Pending/Abandoned

**CLAIM FOR BENEFIT OF PRIOR U.S. PROVISIONAL APPLICATION(S)
UNDER 35 U.S.C. § 119(e)**

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

Provisional Application Number	Filing Date
60/440,394	01/14/03
60/449,829	02/24/03
60/453,390	03/06/03
60/470,875	05/14/03

POWER OF ATTORNEY

I hereby appoint all the practitioners associated with Customer Number 35133 (which is the Customer Number assigned to Cozen O'Connor to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith. Each practitioner associated with Customer Number 35133 is an attorney registered before the United States Patent and Trademark Office.

Address all correspondence and maintenance fee correspondence to the address identified in Customer No. 35133 which is assigned to Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

Direct all telephone calls to: Michael P. Straher

**Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone No.: (215) 665-2000
Facsimile No.: (215) 665-2013**

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of second joint inventorRobert*(Given Name)*M.*(Middle Initial or Name)*Jones*Family (or last name)***City/State of Actual Residence:** San Deigo, California**Mailing Address:** 10937 Corte luz del Sol, San Diego, California 92130**Country of Citizenship:** United Kingdom**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or second joint inventorGraeme*(Given Name)*_____
*(Middle Initial or Name)*Semple*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 15920 Camino Codorniz, San Diego, California 92127**Country of Citizenship:** United Kingdom**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of third joint inventorBeatriz*(Given Name)*
*(Middle Initial or Name)*Fioravanti*Family (or last name)***City/State of Actual Residence:** Tucson, Arizona**Mailing Address:** 60 West Stone Loop, No. 327, Tucson, Arizona 85704**Country of Citizenship:** Brazil**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fourth joint inventorGuilherme*(Given Name)*
*(Middle Initial or Name)*Pereira*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 7366 Mesa College Drive, No. 43, San Diego, California 92111**Country of Citizenship:** Brazil**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fifth joint inventorImelda*(Given Name)*
*(Middle Initial or Name)*Calderon*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 10971 Caminito Arcada, San Diego, California 92131**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sixth joint inventorJane*(Given Name)*
*(Middle Initial or Name)*Uy*Family (or last name)***City/State of Actual Residence:** Monrovia, California**Mailing Address:** 519 A South Madison Avenue, Monrovia, California 91016**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of seventh joint inventorKameshwari*(Given Name)**(Middle Initial or Name)*Duvvuri*Family (or last name)***City/State of Actual Residence:** Lexington, Kentucky**Mailing Address:** 2301 The Woods Lane, Lexington, Kentucky 40502**Country of Citizenship:** India**Inventor's signature:**D. Kameswari**Date:** 8/30/05

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eighth joint inventorJin Sun Karoline*(Given Name)**(Middle Initial or Name)*Choi*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 9926 Scripps Westview Way, No. 251, San Diego, California 92131**Country of Citizenship:** United States of America**Inventor's signature:****Date:**

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of ninth joint inventor

Yifeng

(Given Name)

(Middle Initial or Name)

Xiong

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 5036 Pearlman Way, San Diego, California 92130

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of tenth joint inventor

Vibha

(Given Name)

(Middle Initial or Name)

Dave

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 6188 Sunset Crest Way, San Diego, California 92121

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eleventh joint inventorMihai*(Given Name)*D.*(Middle Initial or Name)*Azimioara*Family (or last name)***City/State of Actual Residence:** La Jolla, California**Mailing Address:** 3770 La Jolla Village Drive, La Jolla, California 92037**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application of: Robert M. Jones, Graeme Semple, Beatriz Fioravanti, Guilherme Pereira, Imelda Calderon, Jane Uy, Kameshwari Duvvuri, Jin Sun Karoline Choi, Yifeng Xiong, Vibha Dave and Mihai D. Azimioara

For: 1,2,3-TRISUBSTITUTED ARYL AND HETEROARYL DERIVATIVES AS MODULATORS OF METABOLISM AND THE PROPHYLAXIS AND TREATMENT OF DISORDERS RELATED THERETO SUCH AS DIABETES AND HYPERGLYCEMIA

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

TYPE OF DECLARATION

This declaration is for the following type of application:

(check one applicable item below)

- | | |
|---|--|
| <input type="checkbox"/> Original | <input type="checkbox"/> Divisional |
| <input type="checkbox"/> Continuation | <input checked="" type="checkbox"/> U.S. National Stage of PCT |
| <input type="checkbox"/> Continuation-in-Part | |

My residence, post office address and citizenship are as stated below next to my name; and I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a

- | | |
|--|--|
| <input checked="" type="checkbox"/> Utility Patent | <input type="checkbox"/> Design Patent |
|--|--|

is sought on the invention, whose title appears above, the specification of which:

- | | |
|--------------------------|--|
| <input type="checkbox"/> | is attached hereto |
| <input type="checkbox"/> | was filed on _____, as U.S. Serial Number _____. |
| | _____ and was amended on _____ <i>(if applicable)</i> |
| <input type="checkbox"/> | was described and claimed in PCT International Application Number <u>PCT/US2004/001267</u> , filed on <u>14 January 2004</u> . |

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to the patentability of this application in accordance with 37 CFR § 1.56.

**DISCLOSURE AND/OR CLAIM FOR PRIORITY UNDER
35 U.S.C. §§ 119(a)-(d) OF FOREIGN APPLICATIONS
FILED WITHIN 12 MONTHS (6 MONTHS FOR DESIGN)
OF THIS APPLICATION**

I hereby claim foreign priority benefits under Title 35, United States Code §§ 119(a)-(d) of any foreign applications for patent, inventor's certificate or PCT international application designating at least one country other than the United States of America listed below and have also identified below any foreign application for patent, inventor's certificate or any PCT international application designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed.

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)	Priority Claimed Under 35 USC 119a-e
PCT	PCT/US04/001267	14 January 2004	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No

**DISCLOSURE OF FOREIGN APPLICATION(S) IF ANY,
FILED MORE THAN 12 MONTHS (6 MONTHS FOR DESIGN)
PRIOR TO THE FILING OF THIS APPLICATION**

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)

**CLAIM FOR PRIORITY OF UNITED STATES APPLICATIONS
OR PCT APPLICATIONS FILED
IN THE UNITED STATES RECEIVING OFFICE
UNDER 35 U.S.C. §120**

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Application No.	Date Filed	Status Patented/Pending/Abandoned

**CLAIM FOR BENEFIT OF PRIOR U.S. PROVISIONAL APPLICATION(S)
UNDER 35 U.S.C. § 119(e)**

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

Provisional Application Number	Filing Date
60/440,394	01/14/03
60/449,829	02/24/03
60/453,390	03/06/03
60/470,875	05/14/03

POWER OF ATTORNEY

I hereby appoint all the practitioners associated with Customer Number 35133 (which is the Customer Number assigned to Cozen O'Connor to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith. Each practitioner associated with Customer Number 35133 is an attorney registered before the United States Patent and Trademark Office.

Address all correspondence and maintenance fee correspondence to the address identified in Customer No. 35133 which is assigned to Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

Direct all telephone calls to: Michael P. Straher

Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone No.: (215) 665-2000
Facsimile No.: (215) 665-2013

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of second joint inventorRobert*(Given Name)*M.*(Middle Initial or Name)*Jones*Family (or last name)***City/State of Actual Residence:** San Deigo, California**Mailing Address:** 10937 Corte luz del Sol, San Diego, California 92130**Country of Citizenship:** United Kingdom**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or second joint inventorGraeme*(Given Name)*_____
*(Middle Initial or Name)*Semple*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 15920 Camino Codorniz, San Diego, California 92127**Country of Citizenship:** United Kingdom**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of third joint inventorBeatriz*(Given Name)*(Middle Initial or Name)Fioravanti*Family (or last name)***City/State of Actual Residence:** Tucson, Arizona**Mailing Address:** 60 West Stone Loop, No. 327, Tucson, Arizona 85704**Country of Citizenship:** Brazil**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fourth joint inventorGuilherme*(Given Name)*(Middle Initial or Name)Pereira*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 7366 Mesa College Drive, No. 43, San Diego, California 92111**Country of Citizenship:** Brazil**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fifth joint inventorImelda

(Given Name)

(Middle Initial or Name)

Calderon

Family (or last name)

City/State of Actual Residence: San Diego, CaliforniaMailing Address: 10971 Caminito Arcada, San Diego, California 92131Country of Citizenship: United States of America

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sixth joint inventorJane

(Given Name)

Laquerta M 9/14/05

(Middle Initial or Name)

Uy

Family (or last name)

City/State of Actual Residence: Monrovia, CaliforniaMailing Address: 519 A South Madison Avenue, Monrovia, California 91016Country of Citizenship: United States of AmericaInventor's signature: Jane Laquerta UyDate: 09/14/05

ALL-PURPOSE CALIFORNIA ACKNOWLEDGEMENT

State of California

County of

Los Angeles

SS.

On

September 14, 05

before me,

Susan Moody

(NOTARY)

personally appeared

Jane Laguerta Uy

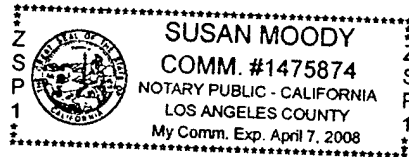
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Susan Moody

(seal)



OPTIONAL INFORMATION

The following information is not required by law, however it may be helpful in preventing fraudulent use of this acknowledgement.

Power of Attorney / Declaration
DOCUMENT TITLE OR DESCRIPTION

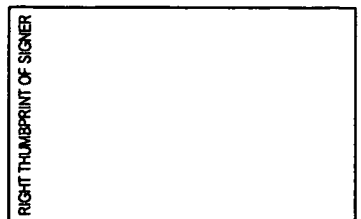
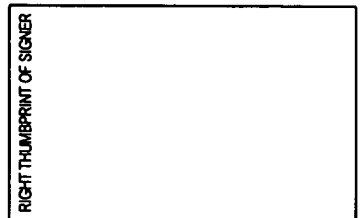
DOCUMENT DATE:

9/14/05

NUMBER OF PAGES:

9

COMMENTS:



I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of seventh joint inventor

Kameshwari

(Given Name)

(Middle Initial or Name)

Duvvuri

Family (or last name)

City/State of Actual Residence: Lexington, Kentucky

Mailing Address: 2301 The Woods Lane, Lexington, Kentucky 40502

Country of Citizenship: India

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eighth joint inventor

Jin Sun Karoline

(Given Name)

(Middle Initial or Name)

Choi

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 9926 Scripps Westview Way, No. 251, San Diego, California 92131

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of ninth joint inventor

Yifeng

(Given Name)

(Middle Initial or Name)

Xiong

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 5036 Pearlman Way, San Diego, California 92130

Country of Citizenship: United States of America

Inventor's signature:

Date:

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of tenth joint inventor

Vibha

(Given Name)

(Middle Initial or Name)

Dave

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 6188 Sunset Crest Way, San Diego, California 92121

Country of Citizenship: United States of America

Inventor's signature:

Date:

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eleventh joint inventorMihai*(Given Name)*D.*(Middle Initial or Name)*Azimioara*Family (or last name)***City/State of Actual Residence:** La Jolla, California**Mailing Address:** 3770 La Jolla Village Drive, La Jolla, California 92037**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Application of: Robert M. Jones, Graeme Semple, Beatriz Fioravanti, Guilherme Pereira, Imelda Calderon, Jane Uy, Kameshwari Duvvuri, Jin Sun Karoline Choi, Yifeng Xiong, Vibha Dave and Mihai D. Azimioara

For: 1,2,3-TRISUBSTITUTED ARYL AND HETEROARYL DERIVATIVES AS MODULATORS OF METABOLISM AND THE PROPHYLAXIS AND TREATMENT OF DISORDERS RELATED THERETO SUCH AS DIABETES AND HYPERGLYCEMIA

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

TYPE OF DECLARATION

This declaration is for the following type of application:

(check one applicable item below)

- | | |
|---|--|
| <input type="checkbox"/> Original | <input type="checkbox"/> Divisional |
| <input type="checkbox"/> Continuation | <input checked="" type="checkbox"/> U.S. National Stage of PCT |
| <input type="checkbox"/> Continuation-in-Part | |

My residence, post office address and citizenship are as stated below next to my name; and I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a

- | | |
|--|--|
| <input checked="" type="checkbox"/> Utility Patent | <input type="checkbox"/> Design Patent |
|--|--|

is sought on the invention, whose title appears above, the specification of which:

- | | |
|--------------------------|--|
| <input type="checkbox"/> | is attached hereto |
| <input type="checkbox"/> | was filed on _____, as U.S. Serial Number _____. |
| | _____ and was amended on _____ <i>(if applicable)</i> |
| <input type="checkbox"/> | was described and claimed in PCT International Application Number <u>PCT/US2004/001267</u> , filed on <u>14 January 2004</u> . |

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to the patentability of this application in accordance with 37 CFR § 1.56.

**DISCLOSURE AND/OR CLAIM FOR PRIORITY UNDER
35 U.S.C. §§ 119(a)-(d) OF FOREIGN APPLICATIONS
FILED WITHIN 12 MONTHS (6 MONTHS FOR DESIGN)
OF THIS APPLICATION**

I hereby claim foreign priority benefits under Title 35, United States Code §§ 119(a)-(d) of any foreign applications for patent, inventor's certificate or PCT international application designating at least one country other than the United States of America listed below and have also identified below any foreign application for patent, inventor's certificate or any PCT international application designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application(s) of which priority is claimed.

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)	Priority Claimed Under 35 USC 119a-e
PCT	PCT/US04/001267	14 January 2004	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No

**DISCLOSURE OF FOREIGN APPLICATION(S) IF ANY,
FILED MORE THAN 12 MONTHS (6 MONTHS FOR DESIGN)
PRIOR TO THE FILING OF THIS APPLICATION**

Country (or indicate if PCT)	Application Number	Date of Filing (day, month, year)

**CLAIM FOR PRIORITY OF UNITED STATES APPLICATIONS
OR PCT APPLICATIONS FILED
IN THE UNITED STATES RECEIVING OFFICE
UNDER 35 U.S.C. §120**

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to be material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

Application No.	Date Filed	Status Patented/Pending/Abandoned

**CLAIM FOR BENEFIT OF PRIOR U.S. PROVISIONAL APPLICATION(S)
UNDER 35 U.S.C. § 119(e)**

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional application(s) listed below:

Provisional Application Number	Filing Date
60/440,394	01/14/03
60/449,829	02/24/03
60/453,390	03/06/03
60/470,875	05/14/03

POWER OF ATTORNEY

I hereby appoint all the practitioners associated with Customer Number 35133 (which is the Customer Number assigned to Cozen O'Connor to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected therewith. Each practitioner associated with Customer Number 35133 is an attorney registered before the United States Patent and Trademark Office.

Address all correspondence and maintenance fee correspondence to the address identified in Customer No. 35133 which is assigned to Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103.

Direct all telephone calls to: Michael P. Straher

Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone No.: (215) 665-2000
Facsimile No.: (215) 665-2013

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of second joint inventor

Robert
(Given Name)

M.
(Middle Initial or Name)

Jones
Family (or last name)

City/State of Actual Residence: San Deigo, California

Mailing Address: 10937 Corte luz del Sol, San Diego, California 92130

Country of Citizenship: United Kingdom

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or second joint inventor

Graeme
(Given Name)

(Middle Initial or Name)

Semple
Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 15920 Camino Codorniz, San Diego, California 92127

Country of Citizenship: United Kingdom

Inventor's signature: _____

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of third joint inventorBeatriz*(Given Name)*(Middle Initial or Name)Fioravanti*Family (or last name)***City/State of Actual Residence:** Tucson, Arizona**Mailing Address:** 60 West Stone Loop, No. 327, Tucson, Arizona 85704**Country of Citizenship:** Brazil**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fourth joint inventorGuilherme*(Given Name)*(Middle Initial or Name)Pereira*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 7366 Mesa College Drive, No. 43, San Diego, California 92111**Country of Citizenship:** Brazil**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of fifth joint inventorImelda*(Given Name)*
*(Middle Initial or Name)*Calderon*Family (or last name)***City/State of Actual Residence:** San Diego, California**Mailing Address:** 10971 Caminito Arcada, San Diego, California 92131**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sixth joint inventorJane*(Given Name)*
*(Middle Initial or Name)*Uy*Family (or last name)***City/State of Actual Residence:** Monrovia, California**Mailing Address:** 519 A South Madison Avenue, Monrovia, California 91016**Country of Citizenship:** United States of America**Inventor's signature:** _____**Date:** _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of seventh joint inventor

Kameshwari

(Given Name)

(Middle Initial or Name)

Duvvuri

Family (or last name)

City/State of Actual Residence: Lexington, Kentucky

Mailing Address: 2301 The Woods Lane, Lexington, Kentucky 40502

Country of Citizenship: India

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eighth joint inventor

Jin Sun Karoline

(Given Name)

(Middle Initial or Name)

Choi

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 9926 Scripps Westview Way, No. 251, San Diego, California 92131

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of ninth joint inventor

Yifeng

(Given Name)

(Middle Initial or Name)

Xiong

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 5036 Pearlman Way, San Diego, California 92130

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of tenth joint inventor

Vibha

(Given Name)

(Middle Initial or Name)

Dave

Family (or last name)

City/State of Actual Residence: San Diego, California

Mailing Address: 6188 Sunset Crest Way, San Diego, California 92121

Country of Citizenship: United States of America

Inventor's signature:

Date: _____

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of eleventh joint inventorMihai*(Given Name)*D.*(Middle Initial or Name)*Azimioara*Family (or last name)***City/State of Actual Residence:** La Jolla, California**Mailing Address:** 3770 La Jolla Village Drive, La Jolla, California 92037**Country of Citizenship:** United States of America**Inventor's signature:**Mihai D. Azimioara**Date:**02/23/2006